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CLASSIFICATION SHEET

This document relates to the following request:

21 April 2010

References: SAD/IAKA/CEAA/A157b10001M-PADA

Accenture International Sàrl – tax number 2000 2420 199

1. Key topics: transfer of IP, deemed dividend distribution

2. Name of the advisor : PwC

3. Corporate group's name, or fund sponsor: Accenture

4. Name of the project: Black Pool

5. Amount intended to be invested:

6. Date of receipt:

BUREAU D'IMPOSITION SOC. 6
ENTRÉE

21 AVR. 2010

For the attention of Mr. Marius Kohl

Administration des Contributions Directes
Bureau d'Imposition des Sociétés VI
18, Rue du Fort Wedell
L - 2982 Luxembourg

PricewaterhouseCoopers
Société à responsabilité limitée
Réviseur d'entreprises
400, route d'Esch
B.P. 1443
L-1014 Luxembourg
Telephone +352 494848-1
Facsimile +352 494848-2900
www.pwc.com/lu
info@lu.pwc.com

21 April 2010

References: SAD/IAKA/CEAA/A157b10001M-PADA

Accenture International Sàrl – tax number 2000 2420 199

Dear Mr. Kohl,

In our capacity as tax consultants for Accenture International Sàrl (“Accenture SARL”), we are pleased to submit for your review and approval the tax treatment applicable to the transactions foreseen by our client.

This letter seeks to confirm the conclusions reached during our meeting today, and will serve as a basis for the preparation of the tax returns of Accenture SARL.



A. Background

1. Accenture is a group of global management consulting, technology services and outsourcing companies listed on the New York Stock Exchange.
2. Accenture generates revenue primarily through expertise in consulting, technology and outsourcing to help clients perform at the highest levels so they can create sustainable value for their customers, stakeholders and shareholders.
3. The Group provides expertise and insight into emerging technologies to identify new business and technology trends and formulate and implement solutions for clients under demanding time constraints, while helping clients identify and enter new markets, increase revenues in existing markets, improve operational performance and deliver their products and services more effectively and efficiently.
4. For your convenience, the group structure chart is reproduced in **Appendix 1**.

B. Restructuring

5. The intellectual property portfolio of the group (the “IP”) is currently held by the Swiss tax resident company Accenture Global Services GmbH (“AGS”). AGS is a subsidiary of Accenture Holdings GmbH (“AH”), also a Swiss resident company, which, in turn, is a direct subsidiary of Accenture SARL.
6. Accenture intends to transfer the IP from Switzerland to Ireland. It aims for the transfer of the IP to be effectively implemented on or around 31 August 2010.
7. The transfer of the IP should be executed through the following consecutive transactions:
 - AGS will transfer the IP to Accenture SARL for a value of approximately USD 1.2 bn., as agreed between the parties. This transfer will be done on or around 31 August 2010, in consideration for a USD denominated interest bearing loan.
 - The USD denominated interest bearing loan between Accenture SARL and AGS will be immediately allocated to the Swiss finance branch of Accenture SARL.
 - Subsequently, Accenture SARL will transfer the IP to its indirect Irish subsidiary, (“IrishCo”). The transfer will be carried out at the fair market value, estimated currently to be USD 7 bn., in consideration for equity and an interest bearing loan between Accenture SARL and IrishCo.
 - The interest bearing loan between Accenture SARL and IrishCo will be immediately allocated to the Swiss finance branch of Accenture SARL.

All transactions will be implemented either on the same day, or within two consecutive days.

C. Luxembourg tax treatment

C.1 Transfer of the IP from AGS to LuxCo

8. Considering that AGS will transfer the IP to Accenture SARL for the agreed value of USD 1.2 bn., and that, following the acquisition, Accenture SARL will record the IP in its books at its fair market value, for Luxembourg tax purposes the difference between the acquisition price and the fair market value of the IP should be treated as a deemed dividend distribution: (i) first, from AGS to AH, and (ii) secondly, a deemed dividend distribution from AH to Accenture SARL. From a Luxembourg tax perspective, the deemed dividend distribution from AGS to AH is not a taxable event in Luxembourg. The deemed dividend distribution from AH to Accenture SARL will benefit from the Luxembourg participation exemption regime for dividends pursuant to Art. 166 LITL considering that the relevant conditions for its application are adequately met.

9. Considering that (i) Accenture SARL is a fully taxable Luxembourg resident company that was holding a 100% stake in the share capital of AH for over 12 months, and that (ii) AH qualifies as a Swiss tax resident company subject to a tax on its profits comparable to the Luxembourg corporate income tax, the deemed dividend distribution from AH will not be subject to Luxembourg taxation. The latter is the case as AH's main activity is the holding of AGS shares and participations in Gibraltar companies. It is important to note that AGS dividends would have been covered by article 23(1)(c) of the treaty to avoid double taxation entered into between Luxembourg and Switzerland (the "Luxembourg - Switzerland treaty") if received directly by a Luxembourg company. The same conclusion is reached by direct application of article 23(1)(c) of the Luxembourg - Switzerland treaty to the dividend received by Accenture SARL from AH.

C.2 Transfer of the IP from Accenture SARL to IrishCo

10. From a Luxembourg tax perspective, Accenture SARL will transfer the IP to IrishCo at fair market value. Considering that the transfer of the IP to IrishCo will take place the same day, or within two consecutive days, no appreciation in the value of the IP will (have to) be recognised for Luxembourg tax purposes at the level of Accenture SARL.
11. Consequently, the transfer of the IP from Accenture SARL to IrishCo will not give rise to the realisation of a taxable capital gain, and will therefore be tax neutral from a Luxembourg tax perspective, as the realisation price will be equal to the tax acquisition cost.



We remain at your disposal should you need any further information and would like to thank you for the attention that you will give to our letter.

Yours faithfully,

A handwritten signature in black ink that appears to read "Sami Douénias".

Sami Douénias
Partner

A handwritten signature in black ink that appears to read "Priscila Da Silva".
p.p. (Handwritten initials)

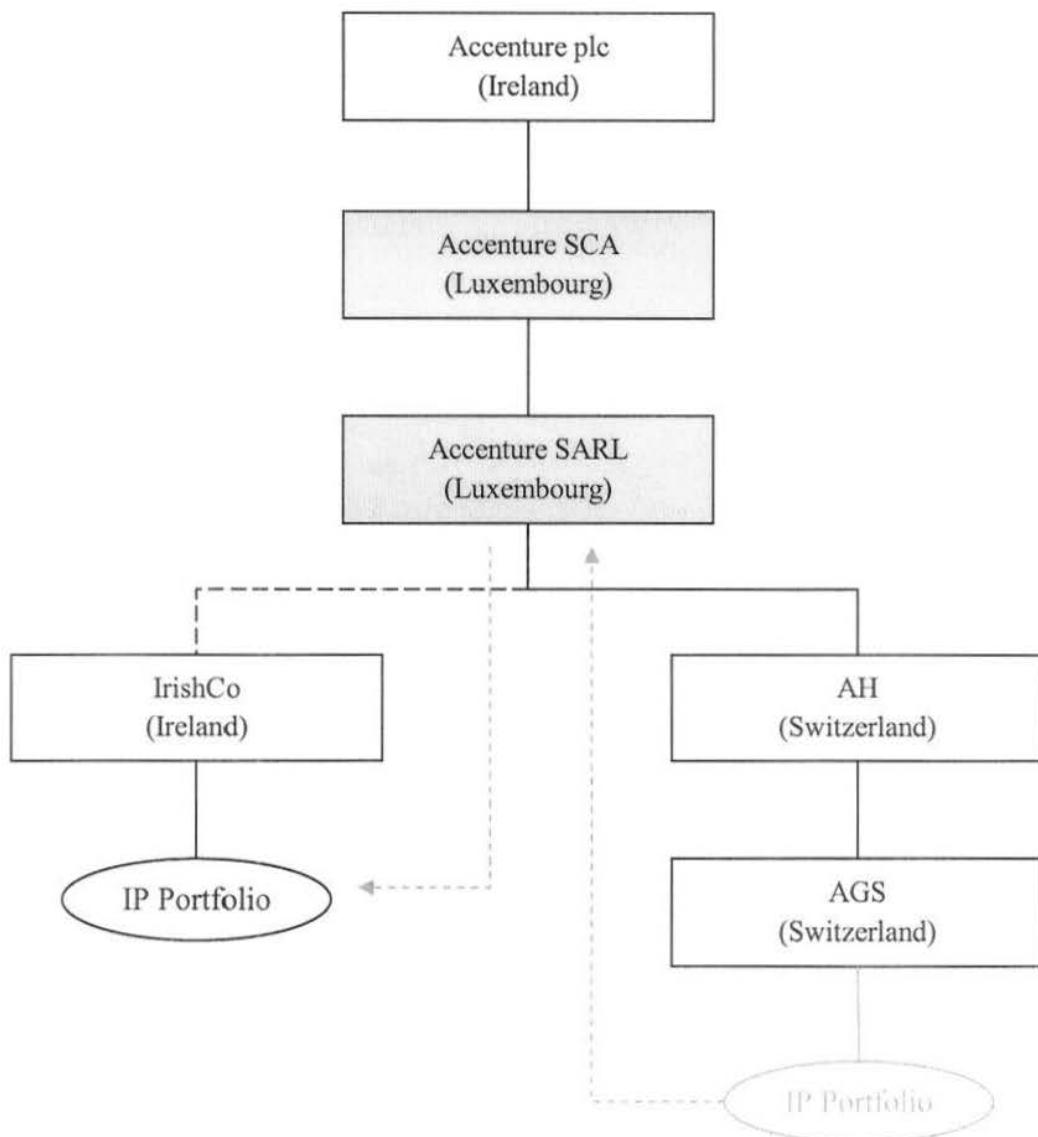
Priscila Da Silva
Manager

A handwritten signature in black ink that appears to read "Rosuvaldo Vieira".
(Handwritten initials)

Appendix 1: Group structure chart

This tax agreement is based on the facts as presented to PricewaterhouseCoopers S.à r.l. as at the date the advice was given. The agreement is dependent on specific facts and circumstances and may not be appropriate to any party other than the one for which it was prepared. This tax agreement was prepared with only the interests of Accenture International S.à.r.l in mind, and was not planned or carried out in contemplation of any use by any other party. PricewaterhouseCoopers S.à r.l., its partners, employees and or agents, neither owe nor accept any duty of care or any responsibility to any other party, whether in contract or in tort (including without limitation, negligence or breach of statutory duty) however arising, and shall not be liable in respect of any loss, damage or expense of whatever nature which is caused to any other party.

Group Structure Chart





LE GOUVERNEMENT
DU GRAND-DUCHÉ DE LUXEMBOURG
Administration des contributions directes

Bureau d'imposition
Sociétés 6

For the attention of Sami Douénias
PricewaterhouseCoopers
400, route d'Esch
B.P. 1443
L – 1014 Luxembourg

Companies involved : *Accenture International Sarl* – Tax number 2000 2420 199

21 April 2010

Dear Sir,

Further to your letter dated 21 April 2010 and SAD/IAKA/CEAA/A157b10001M-PADA relating to the transactions that the group (Accenture) would like to conduct, I find the contents of said letter to be in compliance with current tax legislation and administrative practice.

It is understood that my above confirmation may only be used within the framework of the transactions contemplated by the above-mentioned letter and that the principles described in your letter shall not apply *ipso facto* to other situations.

Le préposé du bureau
d'imposition Sociétés 6

Marius Kohl



